

RECORDATION NO. 28010-R FILED

MAR 04 '10 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 4, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Additional Collateral, dated as of February 8, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The names and addresses of the parties to the enclosed document are

[Secured Party: Bank of America, N.A., as Collateral Agent  
901 Main Street, 14<sup>th</sup> Floor  
Dallas, Texas 75202]

Grantor: The CIT Group/Equipment Financing, Inc  
c/o CIT Group Inc  
1 CIT Drive  
Livingston, New Jersey 07039

Chief, Section of Administration  
March 4, 2010  
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A description of the railroad equipment covered by the enclosed document is:

All rolling stock now owned or hereafter acquired by the Grantor, including without limitation the following 63 railcars within the following series as more particularly set forth in the attachment to the document

CEFX 303206 - CEFX 303249  
TCMX 350642 - TCMX 350685

A short summary of the document to appear in the index is

Memorandum Of Additional Collateral.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Sincerely yours,



Edward M Luria

EML/bhs  
Enclosures

MAR 04 '10 -3 00 PM

**MEMORANDUM OF ADDITIONAL COLLATERAL****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of March 4, 2010 (this "Memorandum"), is made by The CIT Group/Equipment Financing, Inc. (the "Grantor"), in favor of Bank of America, N.A., as Collateral Agent (as defined in the Credit Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent").

- A. **WHEREAS**, the Grantor, the Collateral Agent and the Secured Parties are parties to that certain Second Amended and Restated Credit and Guaranty Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Secured Parties agreed to extend a term loan facility and other financial accommodations to the Borrowers. Unless otherwise specified, all capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Credit Agreement.
- B. **WHEREAS**, to secure the Grantor's Obligations to the Collateral Agent and the Secured Parties, the Grantors executed and delivered to the Collateral Agent that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, the Grantor granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a first priority perfected lien on and security interest rights in all of the Grantor's Collateral (as defined in the Security Agreement) now held by the Collateral Agent and Secured Parties pursuant to the Security Agreement, as described in more detail in the said Security Agreement and the Memoranda recorded with the Surface Transportation Board under Recordation Numbers 28010 and 28010-A, including the equipment listed and described on the schedules attached to those Memoranda.
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grant of security, including the grant to the Collateral Agent (including any successor collateral agent), for its benefit and the ratable benefit of the Secured Parties, of a continuing, first priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Collateral, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Collateral and ;
- E. **ACCORDINGLY**, the Grantor has caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

SIGNATURE APPEARS ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, the Grantor has caused this Memorandum of Security Agreement to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as  
Grantor

By: Benny T. Nohr

Name: Benny T. Nohr

Its: SVP

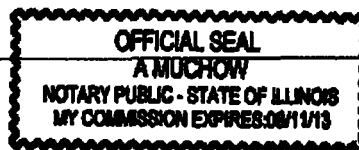
State of Illinois

County of Cook, ss: \_\_\_\_\_

On this 4 day of March, 2010, before me personally appeared Benny Nohr to me known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Signature of Notary Public

My Commission expires 8/11/2013



Schedule A

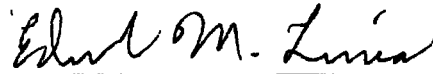
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1005128	CEFX	303230	C112
1005155	CEFX	303242	C112
1005195	CEFX	303241	C112
1005200	CEFX	303244	C112
1005208	CEFX	303246	C112
1005210	CEFX	303239	C112
1005221	CEFX	303227	C112
1005243	CEFX	303245	C112
1005244	CEFX	303240	C112
1005248	CEFX	303234	C112
1005276	CEFX	303236	C112
1005285	CEFX	303231	C112
1005291	CEFX	303215	C112
1005310	CEFX	303228	C112
1005311	CEFX	303238	C112
1005324	CEFX	303249	C112
1005352	CEFX	303237	C112
1005365	CEFX	303233	C112
1005369	CEFX	303229	C112
1005393	CEFX	303247	C112
1005396	CEFX	303226	C112
1005428	CEFX	303248	C112
1005430	CEFX	303243	C112
1005432	CEFX	303206	C112
1005446	CEFX	303235	C112
1005459	CEFX	303232	C112
1007081	TCMX	350681	C114
1007084	TCMX	350649	C114
1007088	TCMX	350656	C114
1007096	TCMX	350661	C114
1007102	TCMX	350657	C114
1007103	TCMX	350653	C114
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1007172	TCMX	350675	C114
1007173	TCMX	350655	C114

**CERTIFICATION**

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: March 4, 2010

A handwritten signature in black ink, reading "Edward M. Luria". The signature is written in a cursive style with a horizontal line underneath it.

Edward M Luria